



1. This Court has jurisdiction over the subject matter of this litigation.
2. Terms capitalized in this Order and Final Judgment have the same meanings as those used in the Settlement Agreement.
3. “Actions” means *In re Municipal Derivatives Antitrust Litigation* and each of the cases previously or later consolidated and/or included as part of MDL Docket No. 1950, Master Docket No. 08-2516 (VM) (GWG).
4. The JPM Preliminary Approval Order outlined the form and manner by which the Class Plaintiffs would provide the Class with notice of the settlement, the fairness hearing, and related matters. The notice program included individual notice to members of the Class who could be identified through reasonable efforts, as well as the publication of a summary notice in *The Wall Street Journal*. Proof that mailing and publication complied with the JPM Preliminary Approval Order has been filed with the Court. This notice program fully complied with Fed. R. Civ. P. 23 and the requirements of due process. It provided due and adequate notice to the Class.
5. The Court approves, as to form and content, the initial Class Action Fairness Act (“CAFA”) Notice that was served within 10 days after the filing of the Motion for Preliminary Approval of the Settlement and the supplemental CAFA Notice that was served thereafter (an example of each Notice is attached as Exhibit 1). The Court finds that the Attorney General of the United States, state attorneys general, Federal Reserve Board, and the Office of the Comptroller of the Currency have received notice of the Settlement Agreement in accordance with the terms of CAFA, 28 U.S.C. § 1715(b).
6. The settlement was attained following an extensive investigation of the facts. It resulted from vigorous arm's-length negotiations which were undertaken in good faith by counsel with significant experience litigating antitrust class actions.

7. By order of this Court dated June 4, 2012 (Docket No. 1693), pursuant to Fed. R. Civ. P.23 and in light of the proposed settlement, the Court certified the following class for settlement purposes (the "JPM Settlement Class"):

All state, local and municipal government entities, independent government agencies, quasi-government, non-profit and private entities that (i) purchased by negotiation, competitive bidding or auction Municipal Derivative Transactions with Defendant or any Alleged Provider Defendant or Alleged Provider Co-Conspirator, or (ii) purchased by negotiation, competitive bidding or auction Municipal Derivative Transactions brokered by any Alleged Broker Defendant or Alleged Broker Co-Conspirator, at any time from January 1, 1992 through August 18, 2011, in the United States and its territories or for delivery in the United States or its territories except that excluded are (a) any entity that provides Defendant with a release of any claims it may have against Defendant as a result of opting into the State AG Settlement or otherwise; (b) the Defendant; and (c) any Alleged Provider Defendant, Alleged Provider Co-Conspirator, Alleged Broker Defendant and Alleged Broker Co-Conspirator. Also excluded from the Class are any judge, justice or judicial officer presiding over this matter and the members of their immediate families and judicial staffs.

8. Final approval of Class Plaintiffs' settlement with Defendant JPMorgan is hereby granted pursuant to Fed. R. Civ. P. 23(e), because it is "fair, reasonable, and adequate" to the Class. In reaching this conclusion, the Court considered the complexity, expense, and likely duration of the litigation, the Class's reaction to the settlement, and the result achieved.

9. The entities identified on Exhibit 2 hereto have timely and validly requested exclusion from the Class and, therefore, are excluded. Such entities are not included in or bound by this Order and Final Judgment. Such entities are not entitled to any recovery from the settlement proceeds obtained through this settlement.

10. Pursuant to this Order and Final Judgment, solely with respect to JPMorgan, any and all manner of claims, demands, rights, actions, suits, counterclaims, cross-claims, set-offs, causes of action of any type, whether class, individual or otherwise in nature, fees, costs,

penalties, fines, debts, expenses, attorney fees, damages whenever incurred, and liabilities of any nature whatsoever (including joint and several), known or unknown, suspected or unsuspected, asserted or unasserted, whether common law equitable or statutory, which JPMorgan Settlement Class Members or any of them, whether directly, representatively, derivatively, or in any other capacity, ever had, now have or hereafter can, shall or may have, relating in any way to conduct prior to the date of the JPMorgan Settlement Agreement arising out or related in any way to (i) the purchase of municipal derivatives transactions in the United States or its territories during the period from January 1, 1992 to April 18, 2012, or (ii) any conduct alleged in the Actions or that could have been alleged in the Actions, are hereby dismissed with prejudice and without costs.

11. Releasees (as defined in the Settlement Agreement) are discharged and released from all Released Claims (as defined in the Settlement Agreement) by all Class Plaintiffs and JPM Settlement Class Members, and Class Plaintiffs and JPM Settlement Class Members hereby permanently fully, finally, and forever release, relinquish, and discharge, and (regardless of whether they seek or obtain any distribution from the settlement fund) will covenant not to sue, and will be barred and enjoined from instituting, commencing, or prosecuting any such Released Claim against the Releasees.

12. The Escrow Account established by Class Plaintiffs' Co-Lead Counsel, and into which Defendant JPMorgan has made an initial deposit of twenty-four million dollars (\$24,000,000.00) and will make an additional deposit of eighteen million six hundred forty-six thousand four hundred twenty-eight dollars and fifty seven cents (\$18,646,428.57), plus accrued interest thereon, is approved as a Qualified Settlement Fund pursuant to Internal Revenue Code Section 4688 and the Treasury Regulations promulgated thereunder.

13. Neither the Settlement Agreement, nor any act performed or document executed pursuant to the Settlement Agreement, may be deemed or used as an admission of wrongdoing in any civil, criminal, administrative, or other proceeding in any jurisdiction.

14. Without affecting the finality of this Order and Final Judgment, the Court retains exclusive jurisdiction over: (a) the enforcement of this Order and Final Judgment; (b) the enforcement of the Settlement Agreement; (c) any application for attorneys' fees and reimbursement made by Plaintiffs' Counsel; (d) any application for notice and administration costs, taxes and tax expenses fees; (e) any application for incentive awards for the Class Plaintiffs; and (f) the distribution of the settlement proceeds to the Class Members.

15. Pursuant to Fed. R. Civ. P. 54, and finding no just reason for delay, the Court hereby directs the entry of final judgment as to Defendant JPMorgan.

16. This Order shall become effective immediately.

**IT IS SO ORDERED.**

Dated: December 14, 2012



HON. VICTOR MARRERO  
UNITED STATES DISTRICT JUDGE

# EXHIBIT 1

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VIA U.S. MAIL

June 7, 2012

Re: *In re Municipal Derivatives Antitrust Litigation*, MDL No.  
1950, Master Docket No. 08-2516

The Office of the Comptroller of the Currency  
The Federal Reserve Board  
The Attorneys General listed on Attachment A

Dear Sir/Madam:

Pursuant to the Class Action Fairness Act ("CAFA"), 28 U.S.C. § 1715(b), J.P. Morgan Chase & Co., J.P. Morgan Securities, Inc. (n/k/a J.P. Morgan Securities LLC) and Bear Stearns & Co., Inc (n/k/a J.P. Morgan Securities LLC) (collectively, the "Settling Defendants") hereby serve notice of a proposed settlement in *In re Municipal Derivatives Antitrust Litigation*, MDL No. 1950, Master Docket No. 08-2516 (S.D.N.Y.) (the "Action") pending in the United States District Court for the Southern District of New York (the "Court").

A motion for preliminary approval of a proposed settlement in the Action was filed with the Court on May 30, 2012. In compliance with the requirements set forth in CAFA, Settling Defendants enclose a CD containing copies of the following documents related to the Action:

1. The original complaint, entitled "Consolidated Class Action Complaint," dated August 22, 2008 (identified on the CD as Exhibit 1);
2. The amended complaint, entitled "Second Consolidated Amended Class Action Complaint," dated June 18, 2009 (identified on the CD as Exhibit 2);
3. The motion, entitled "Class Plaintiffs' Motion for Preliminary Approval of Settlement with Defendant JPMorgan" (the "Motion") (identified on the CD as Exhibit 3);



SIMPSON THACHER & BARTLETT LLP

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June 7, 2012

4. The memorandum of law, entitled "Class Plaintiffs' Memorandum in Support of Uncontested Motion for Preliminary Approval of Settlement with Defendants JPMorgan Chase & Co, J.P. Morgan Securities, Inc. (N/K/A/ J.P. Morgan Securities LLC) and Bear Stearns & Co., Inc. (N/K/A/ J.P. Morgan Securities LLC)" (identified on the CD as Exhibit 4);

5. The Declaration of Michael D. Hausfeld in Support of Motion for Preliminary Approval of Settlement (identified on the CD as Exhibit 5);

6. The settlement agreement, entitled "Settlement Agreement," dated April 18, 2012 ("Settlement Agreement") submitted to the Court for its preliminary approval as part of the Motion (identified on the CD as Exhibit 6); and

7. The Order, dated June 4, 2012, preliminarily approving the proposed class action settlement, entitled "Order Preliminarily Approving Class Action Settlement" (the "Order") (identified on the CD as Exhibit 7).

As of the date of this letter, proposed settlement notifications to be disseminated to putative class members informing them of, among other things, the proposed class action settlement and the members' rights to request exclusion have not been filed with the Court. The Settling Defendants will provide a supplemental letter including copies of the proposed notifications promptly after plaintiffs submit them to the Court for approval.

Pursuant to 28 U.S.C. § 1715(b)(7), Settling Defendants state that it is not currently feasible to provide the names of individual Class Members who reside in each State, or a reasonable estimate of the number of class members residing in each State, and the estimated proportionate share of the claims of such members to the entire settlement.

The proposed class includes all state, local and municipal government entities, independent government agencies, quasi-government, non-profit, and private entities that purchased by negotiation, competitive bidding or auction Municipal Derivative Transactions (as defined in the Settlement Agreement) from Settling Defendants or other providers defined in the Settlement Agreement or through brokers defined in the Settlement Agreement between January 1, 1992 and August 18, 2011. Excluded from the class are (i) the Settling Defendants, (ii) any entity that provides Settling Defendants with a release of any claims it may have as a result of opting into the State AG Settlement (as defined in the Settlement Agreement) or otherwise, (iii) any Alleged Provider Defendant, Alleged Provider Co-Conspirator, Alleged Broker Defendant and Alleged Broker Co-Conspirator (as those terms are defined in the Settlement Agreement); and (iv) any judge, justice or judicial officer presiding over the matter and members of their immediate families and judicial staffs. Also excluded from the class are those persons who timely and validly request exclusion from the class.



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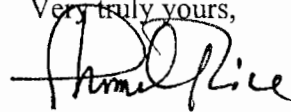
-3-

June 7, 2012

Settling Defendants further state that, as of the date of this letter:

- (i) The Court has scheduled a Fairness Hearing on December 14, 2012 at 2:00 p.m. The Court has not scheduled any other hearings regarding this Motion.
- (ii) The Court has issued an order, dated June 4, 2012, preliminarily approving the settlement (identified on the enclosed CD as Exhibit 7). No other written judicial opinion or order relating to the settlement has been issued.
- (iii) The Court has not ordered any final judgment or notice of dismissal.

Very truly yours,

A handwritten signature in black ink, appearing to read "Thomas C. Rice", written over a horizontal line.

Thomas C. Rice

Enclosures

cc: Greg Baer (J.P. Morgan)

ATTACHMENT A

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VIA U.S. MAIL

June 26, 2012

Re: *In re Municipal Derivatives Antitrust Litigation*, MDL No.  
1950, Master Docket No. 08-2516

The Attorneys General, listed in Attachment A  
The Federal Reserve Board  
The Office of the Comptroller of the Currency

Dear Sir/Madam:

Pursuant to the Class Action Fairness Act ("CAFA"), 28 U.S.C. § 1715(b), J.P. Morgan Chase & Co., J.P. Morgan Securities, Inc. (n/k/a J.P. Morgan Securities LLC) and Bear Stearns & Co., Inc (n/k/a J.P. Morgan Securities LLC) (collectively, the "Settling Defendants") hereby serves this supplemental notice of a proposed settlement in *In re Municipal Derivatives Antitrust Litigation*, MDL No. 1950, Master Docket No. 08-2516 (S.D.N.Y.) (the "Action") pending in the United States District Court for the Southern District of New York (the "Court"). This supplemental notice includes documents that were filed on June 22, 2012 and therefore not yet filed as of Settling Defendants' original notice, dated June 6, 2012.

In compliance with the requirements set forth in CAFA, Settling Defendants enclose a CD containing copies of the following documents related to the Action, which supplement the documents enclosed in the June 6, 2012 notice:

1. Class Plaintiffs' Motion for Approval of Notice Plan and Forms Related to Settlement with Defendant JPMorgan (identified on the CD as Exhibit 1);
2. Class Plaintiffs' Memorandum of Law in Support of Motion for Approval of Notice Program and Forms Related to Settlement with Defendant JPMorgan, and accompanying Proposed Order Approving Notice Plan and Forms Related to Settlement with Defendant JPMorgan and Certificate of Service (identified on the CD as Exhibit 2);



SIMPSON THACHER & BARTLETT LLP

-2-

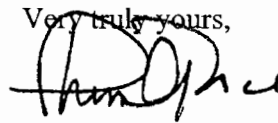
June 26, 2012

3. The Declaration of Megan E. Jones in Support of Motion for Approval of Notice Program and Forms Related to Settlement with Defendant JPMorgan (identified on the CD as Exhibit 3); and

4. The Declaration of Katherine Livesay and accompanying exhibits A, B and C (identified on the CD as Exhibit 4).

On June 25, 2012, the Court so-ordered the Proposed Order Approving Notice Plan and Forms Related to Settlement with Defendant JPMorgan (the Proposed Order is included on the CD as part of Exhibit 2).

Very truly yours,

A handwritten signature in black ink, appearing to read "Thomas C. Rice", written over a horizontal line.

Thomas C. Rice

Enclosures

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# EXHIBIT 2



**JPMorgan Exclusions**

1	City of Stockton
2	City of Livingston
3	Town of La Conner
4	Tina-Avalon R-II Public School
5	Millheim Borough d/b/a The Borough of Millheim
6	Plainview Public School
7	City of Ouray
8	William E. Price
9	Regional Education Cooperative VII d/b/a Lea Regional Education Cooperative VII
10	Jacksonville College
11	Village of Brownstown
12	City of Meigs
13	Anne Arundel County Public Schools
14	County of Contra Costa
15	City of Crystal Lake
16	Jefferson County
17	City of Redwood City
18	Redevelopment Agency of the City of Redwood City
19	City of Redwood City Public Financing Authority
20	County of Alameda
21	City of Oakland
22	Lake County Forest Preserve District
23	New York Local Government Assistance Corporation
24	Los Angeles Unified School District
25	Los Angeles Unified School District Financing Corporation
26	Los Angeles Unified School District interest in funds invested by the County of Los Angeles, California Treasurer and Tax Collector of the County of Los Angeles Kenneth Hahn Hall of Administration
27	East Bay Delta Housing & Finance Agency
28	Adelanto Public Utility Authority
29	City of Adelanto
30	Adelanto Public Financing Authority
31	Adelanto Improvement Agency
32	Adelanto Water Authority
33	Adelanto Redevelopment Agency
34	Hudson County
35	City of Houston
36	The State Treasurer's Office, State of California
37	California Alternative Energy and Advanced Transportation Financing Authority
38	California Health Facilities Financing Authority
39	California Educational Facilities Authority
40	California Pollution Control Control Financing Authority

41	California School Finance Authority
42	Attorney General of the Commonwealth of Massachusetts
43	Kishwaukee Health System (d/b/a) KishHealth System, Kishwaukee Health System, Kishwaukee Community Hospital
44	County of Fresno
45	Fresno County Financing Authority
46	Municipal Electric Authority of Georgia
47	Active Retirement Community, Inc., d/b/a Jefferson's Ferry
48	City of Los Angeles
49	Municipal Improvement Corporation of Los Angeles
50	City of Los Angeles Community Facilities District No 4 (Playa Vista - Phase I)
51	City of Richmond
52	Richmond Joint Powers Financing Authority
53	Richmond Community Redevelopment Agency
54	Richmond Redevelopment Agency
55	City of Riverside
56	Redevelopment Agency of the City of Riverside
57	Public Financing Authority of the City of Riverside
58	City of Stockton
59	The Public Financing Authority of the City of Stockton
60	The Redevelopment Agency of the City of Stockton
61	County of San Mateo
62	San Mateo County Joint Powers Financing Authority
63	San Mateo County Flood Control District
64	County of Tulare
65	Tulare County Public Facilities Corporation
66	Tulare County Redevelopment Agency
67	Tulare County interest in pooled funds with California Statewide Community Development Authority
68	East Bay Municipal Utility District
69	Kendal on Hudson, Inc.
70	Los Angeles World Airports (d/b/a) Department of Airports of the City of Los Angeles
71	The former San Francisco Redevelopment Agency
72	City and County of San Francisco Redevelopment Financing Authority
73	Successor Agency to the San Francisco Redevelopment Agency
74	Sacramento Municipal Utility District
75	Sacramento Municipal Utility District Financing Authority
76	Central Valley Financing Authority
77	Northern California Gas Authority No. 1
78	Sacramento Power Authority
79	Sacramento Cogeneration Authority
80	Sacramento Suburban Water District
81	City of Fresno
82	County of San Diego

83	San Diego Unified School District
84	San Diego Community College District
85	Poway Unified School District
86	Grossmont-Cuyamaca Community College District
87	West Virginia Hospital Finance Authority
88	West Virginia Department of Highways
89	West Virginia Water Development Authority
90	West Virginia Housing Development Fund
91	City of Charleston Sanitary Board
92	City of Woodland